

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

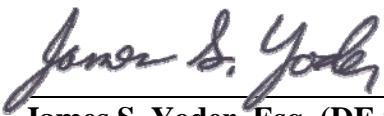
In re:) Chapter 11
W.R. GRACE & CO., *et al.*,) Case No. 01-1139 (JKF)
Debtors.) Jointly Administered
)
)

CERTIFICATE OF SERVICE

I, James S. Yoder, Esquire, do hereby certify that a true and correct copy of the attached **PHASE II TRIAL BRIEF ON BEHALF OF ALLSTATE INSURANCE COMPANY, SOLELY AS SUCCESSOR IN INTEREST TO NORTHBROOK EXCESS AND SURPLUS INSURANCE COMPANY, FORMERLY NORTHBROOK INSURANCE COMPANY, IN OPPOSITION TO CONFIRMATION OF FIRST AMENDED JOINT PLAN OF REORGANIZATION** was served by first class mail, postage prepaid on this 13th day of July, 2009, upon the counsel on the attached list.

White & Williams, LLP

By:


James S. Yoder, Esq. (DE #2643)
824 N. Market Street, Suite 902
P.O. Box 709
Wilmington, DE 19899
(302) 467-4524

Counsel for Allstate Insurance Company,
solely as successor-in-interest to Northbrook
Excess and Surplus Insurance Company,
formerly Northbrook Insurance Company

W.R. Grace Email Service list

Case No. 01-1139 (JKF)

162 – Electronic Delivery

STROOCK & STROOCK & LAVAN LLP

Lewis Kruger, Esquire

Kenneth Pasquale, Esquire

Arlene G. Krieger, Esquire

lkruger@stroock.com

kpasquale@stroock.com

akrieger@stroock.com

(Counsel to the Official Committee of
Unsecured Creditors)

DUANE MORRIS LLP

Michael R. Lastowski, Esquire

Richard W. Riley, Esquire

mlastowski@duanemorris.com

rriley@duanemorris.com

(Delaware Counsel for the GUC's)

BILZIN SUMBERG BAENA PRICE &

AXELROD LLP

Scott L. Baena, Esquire

Jay M. Sakalo, Esquire

Matthew I. Kramer, Esquire

Greg Horowitz, Esquire

sbaena@bilzin.com

jsakalo@bilzin.com

mkramer@bilzin.com

(Counsel to the PD Committee)

FERRY, JOSEPH & PEARCE, P.A.

Michael B. Joseph, Esquire

Theodore J. Tacconelli, Esquire

mjoseph@ferryjoseph.com

ttacconelli@ferryjoseph.com

(Delaware counsel for PD Committee)

Roberta A. Deangelis
Acting United States Trustee
David M. Klauder, Esquire
david.klauder@usdoj.gov
ustpregion03.wl.ecf@usdoj.gov

KATTEN MUCHIN ROSENMAN LLP

Noah Heller, Esquire

Merritt A. Pardini, Esquire

Jeff Friedman, Esquire

noah.heller@kattenlaw.com

merritt.pardini@kattenlaw.com

jeff.friedman@kattenlaw.com

(Counsel to Bank of America etc re RMQ
Bond)

RICHARDS LAYTON & FINGER, P.A.

Mark D. Collins, Esquire

Jason M. Madron, Esquire

Dana L. Reynolds, Esquire

Marcos Ramos, Esquire

collins@rlf.com

madron@rlf.com

Reynolds@rlf.com

ramos@rlf.com

(Counsel to Bank of America etc.re RMQ
Bond)

PEPPER HAMILTON LLP

David M. Fournier, Esquire

James C. Carignan , Esquire

Robert S. Hertzberg, Esquire

Linda J. Casey, Esquire

fournierd@pepperlaw.com

carignanj@pepperlaw.com

hertzbergr@pepperlaw.com

(Counsel to Longacre Master Fund)

caseyl@pepperlaw.com

(Counsel to BNSF)

WOMBLE CARLYLE SANDRIDGE &
RICE, PLLC
Francis A. Monaco, Jr. Esquire
Kevin J. Mangan, Esquire
Matthew P. Ward, Esquire
fmonaco@wCSR.com
kmangan@wCSR.com
maward@wCSR.com
(Counsel to State of Montana and The
Crown)

LOWENSTEIN SANDLER PC
Michael S. Etkin, Esquire
Ira M. Levee, Esquire
metkin@lowenstein.com
ileeve@lowenstein.com
(Counsel to the ERISA Plaintiffs)

GILMAN & PASTOR, LLP
David Pastor, Esquire
Dpastor@Gilmanpastor.com
(Counsel to the ERISA Plaintiffs)

SCHIFFRIN BARROWAY TOPAZ &
KESSLER LLP
Joseph H. Meltzer, Esquire
Katherine Bornstein, Esquire
jmeltzer@sbtklaw.com
kbornstein@sbtklaw.com
(Counsel to the ERISA Plaintiffs)

RICHARDS, LAYTON & FINGER, P.A.
Robert J. Stearn, Jr. Esquire
Cory D. Kandestin, Esquire
stearn@rlf.com
kandestin@rlf.com
(Delaware counsel to Scotts)

VORYS, SATTER, SEYMOUR and PEASE
LLP
Robert J. Sidman Esquire
Tiffany Strelow Cobb, Esquire
rjsidman@vorys.com
tscobb@vorys.com
(Counsel to Scotts)

PEPPER HAMILTON LLP
Evelyn J. Meltzer, Esquire
Edward C. Toole Jr., Esquire
Anne Marie Aaronson, Esquire
meltzere@pepperlaw.com
toolee@pepperlaw.com
(Counsel to BNSF)

LANDIS RATH & COBB LLP'
Adam G. Landis, Esquire
Rebecca L. Butcher, Esquire
Kerri K. Mumford, Esquire
James S. Green, Jr., Esquire
landis@lrclaw.com
butcher@lrclaw.com
mumford@lrclaw.com
green@lrclaw.com
(Delaware counsel to Libby Claimants and
Pre Petition Lender Group)

COHN WHITESELL & GOLDBERG LLP
Daniel C. Cohn, Esquire
Christopher M. Candon, Esquire
cohn@cwg11.com
candon@cwg11.com
(Counsel to Libby Claimants)

SMITH, KATZENSTEIN & FURLOW LLP
Kathleen M. Miller, Esquire
Etta R. Wolfe, Esquire
kmiller@skfdelaware.com
ewolfe@skfdelaware.com
(Delaware Counsel for Kaneb)

FULBRIGHT & JAWORSKI L.L.P.
Steve A. Peirce, Esquire
Toby L. Gerber, Esquire
speirce@fulbright.com
tgerber@fulbright.com
(Counsel to Kaneb)

CONNOLLY BOVE LODGE & HUTZ

LLP

Jeffrey Wisler, Esquire

Marc J. Phillips, Esquire

jwisler@cblh.com

mphillips@cblh.com

(Counsel to Maryland Casualty and Zurich
Insurance)

**ECKERT SEAMANS CHERIN &
MELLOTT, LLC**

Edward J. Longosz, II, Esquire

Laura G. Stover, Esquire

elongosz@eckertseamans.com

lstover@eckertseamans.com

(Counsel to Maryland Casualty and Zurich)

ROSENTHAL, MONHAIT, & GODDESS

Edward B. Rosenthal, Esquire

erosenthal@rmgglaw.com

(Counsel to CNA)

GOODWIN PROCTER LLP

Daniel M. Glosband, Esquire

Brian H. Mukherjee, Esquire

Michael S. Giannotto, Esquire

dglosband@goodwinprocter.com

bmukherjee@goodwinprocter.com

mgianotto@goodwinprocter.com

(Counsel to CNA)

**FORD MARRIN ESPOSITO WITMEYER
& GLESER, LLP**

Elizabeth DeCristofaro, Esquire

Shayne W. Spencer, Esquire

emdecristofaro@FMEW.com

swspencer@FMEW.com

(Counsel to CNA)

WILEY REIN LLP

Richard A. Ifft, Esquire

riffit@wileyrein.com

WHITE AND WILLIAMS LLP

Marc S. Casarino , Esquire

Joseph Gibbons, Esquire

Gregory T. LoCasale, Esquire

James S. Yoder, Esquire

casarinom@whiteandwilliams.com

gibbonsj@whiteandwilliams.com

locasaleg@whiteandwilliams.com

yoderj@whiteandwilliams.com

(Counsel to Century Indemnity Company)

DRINKER BIDDLE & REATH LLP

Warren T. Pratt, Esquire

David P. Primack, Esquire

Michael F. Brown, Esquire

Jeffrey Boerger, Esquire

warren.pratt@dbr.com

david.primack@dbr.com

michael.brown@dbr.com

jeffrey.boerger@dbr.com

(Counsel to Seaton, One Beacon, GEICO
and Commercial Union)

STEVENS & LEE, P.C.

John D. Demmy , Esquire

Leonard P. Goldberger, Esquire

Marnie E. Simon, Esquire

jdd@stevenslee.com

lpg@stevenslee.com

mes@stevenslee.com

(Counsel to Firemans' Fund)

**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**

Stephan J. Shimshak, Esquire

Andrew N. Rosenberg, Esquire

Margaret A. Phillips, Esquire

sshimshak@paulweiss.com

arosenberg@paulweiss.com

mphillips@paulweiss.com

(Counsel to the Pre Petition Lender Group)

SIMPSON THACHER & BARTLETT LLP
Peter V. Pantaleo, Esquire
William T. Russell, Jr., Esquire
Marissa A. Piropato, Esquire
Elisa Alcabes, Esquire
ppantaleo@stblaw.com
wrussell@stblaw.com
mpiropato@stblaw.com
ealcabes@stblaw.com
(Counsel to Travelers Insurance)

COZEN O'CONNOR
Jeffrey R. Waxman, Esquire
William P. Shelley, Esquire
Jacob C. Cohen, Esquire
jwaxman@cozen.com
wshelley@cozen.com
jcohn@cozen.com
(Counsel to Federal Insurance)

BIFFERATO GENTILOTTI, LLC
Garvan F. McDaniel, Esquire
gmcnaniel@bglawde.com
(Counsel to Royal Indemnity and Arrowood
Indemnity)

WILSON, ELSER, MOSKOWITZ,
EDELMAN & DICKER LLP
Carl J. Pernicone, Esquire
Catherine Chen, Esquire
carl.pernicone@wilsonelser.com
Catherine.chen@wilsonelser.com
(Counsel to Royal Insurance and Arrowood
Indemnity)

ALAN RICH LAW
Alan B. Rich, Esquire
arich@alanrichlaw.com
(Counsel to the PD FCR)

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
David Turetsky, Esquire
D.J. Baker, Esquire
david.turetsky@skadden.com
dj.baker@skadden.com

(Counsel to Sealed Air)

KRAMER LEVIN NAFTALIS &
FRANKEL LP
Philip Bentley, Esquire
Douglas Mannal, Esquire
Greg Horowitz, Esquire
David Blabey, Esquire
pbentley@kramerlevin.com
dmannal@kramerlevin.com
ghorowitz@kramerlevin.com
dblabey@kramerlevin.com
(Counsel to the Equity Committee)

STEPTOE & JOHNSON LLP
George R. Calhoun V, Esquire
gcalhoun@steptoe.com

CUYLER BURK P.C.
Andrew K. Craig, Esquire
acraig@cuyler.com

ORRICK, HERRINGTON & SUTCLIFFE
LLP
Debra L. Felder, Esquire
Roger Frankel, Esquire
Mary A. Wallace, Esquire
Richard H. Wyron, Esquire
Jonathan Guy, Esquire
Kathleen Orr, Esquire
Peri Mahaley, Esquire
Joshua Cutler, Esquire
dfelder@orrick.com
rfrankel@orrick.com
mwallace@orrick.com
rwyron@orrick.com
jguy@orrick.com
korrr@orrick.com
pmahaley@orrick.com
jcutler@orrick.com
(Counsel to the PI FCR)

W.R. GRACE COMPANY

Richard Finke
Mark Shelnitz
John McFarland
richard.finke@grace.com
mark.shelnitz@grace.com
john.mcfarland@grace.com

U.S. DEPARTMENT OF JUSTICE

James Freeman
james.freeman2@usdoj.gov
(Environmental Counsel re Libby)

CAPLAN & DRYSDALE

Jeffrey A. Liesemer, Esquire
Peter Van N. Lockwood, Esquire
Nathan Finch, Esquire
Elihu Inselbuch, Esquire
Jeffrey A. Liesemer, Esquire
jal@capdale.com
pvnl@capdale.com
ndf@capdale.com
ei@capdale.com
jal@capdale.com
jpw@capdale.com
bsb@capdale.com
wbs@capdale.com
(Counsel to the ACC)

CROWELL & MORING

Mark A. Plevin
Leslie Epley Davis
mplevin@crowell.com
lepley@crowell.com
(Counsel to Firemans' Fund)

WILMERHALE

Nancy L. Manzer, Esquire
nancy.manzer@wilmer.com

ENVIRONMENTAL PROTECTION

AGENCY
Andrea Madigan
Madigan.andrea@epa.gov
(Environmental Counsel re Libby)

HOGAN & HARTSON

James P. Ruggeri, Esquire
jpruggeri@hhlaw.com

MCDERMOTT WILL & EMERY

David S. Rosenbloom, Esquire
drosenbloom@mwe.com
(Counsel to Fresenius)

CAMPBELL & LEVINE, LLC

Mark T. Hurford, Esquire
Marla R. Eskin, Esquire
mhurford@camlev.com
meskin@camlev.com
(Delaware counsel to the ACC)

O'MELVENY & MYERS LLP

Brad Elias, Esquire
Tancred Schiavoni, Esquire
Gary Svirsky, Esquire
Paul R. Koepff, Esquire
belias@omm.com
tschiavoni@omm.com
gsvirsky@omm.com
pkoeppf@omm.com
(Counsel to Royal Indemnity and Arrowood
Indemnity)

KIRKLAND & ELLIS

David Bernick, Esquire
Lisa G. Esayian, Esquire
Christopher T. Greco, Esquire
Craig A. Bruens, Esquire
Theodore L. Freedman, Esquire
Barbara Harding, Esquire
Brian Stansbury, Esquire
Andrew Running, Esquire
Kimberly Love,
dbernick@kirkland.com
lesayian@kirkland.com
cgreco@kirkland.com
cbbruens@kirkland.com
tfreedman@kirkland.com
klove@kirkland.com
bharding@kirkland.com
arunning@kirkland.com

bstansbury@kirkland.com

PACHULSKI STANG ZIEHL & JONES
LLP

James E. O'Neill, Esquire
Timothy P. Cairns, Esquire
Kathleen P. Makowski, Esquire
Patricia Cuniff, Paralegal
Lynzy Oberholzer, Paralegal
joneill@pszjlaw.com
tcairns@pszjlaw.com
kmakowski@pszjlaw.com
pcuniff@pszjlaw.com
loberholzer@pszjlaw.com

ZUCKERMAN SPAEDER LLP

Thomas G. Macauley, Esquire
Virginia Whitehill Guldi, Esquire
James Sottile, Esquire
tmacauley@zuckerman.com
vguldi@zuckerman.com
jsottile@zuckerman.com
(Counsel to Equitas)

McCARTER & ENGLISH, LLP

Katharine L. Mayer, Esquire
Daniel M. Silver, Esquire
kmayer@mccarter.com
dsilver@mccarter.com

ZEICHNER ELLMAN & KRAUSE LLP

Michael S. Davis, Esquire
Robert Guttmann, Esquire
rguttmann@zeklaw.com
mdavis@zeklaw.com
(Counsel to AIG and National Union)

JOHN SHEEHAN SPADARO, LLC

John S. Spadaro, Esquire
jspadaro@johnsheehanspadaro.com

MENDES & MOUNT LLP

Alexander Mueller, Esquire
Thomas J. Quinn, Esquire
Eileen McCabe, Esquire
Anna Newsom, Esquire
Carolina Acevedo, Esquire
alexander.mueller@mendes.com
thomas.quinn@mendes.com
eileen.mccabe@mendes.com
anna.newsom@mendes.com
carolina.acevedo@mendes.com
(Counsel to the London Market Companies)

DILWORTH PAXON LLP

Martin J. Weis, Esquire
Anne Marie P. Kelley, Esquire
Scott J. Freedman, Esquire
mweis@dilworthlaw.com
akelley@dilworthlaw.com
sfreedman@dilworthlaw.com

WILDMAN, HARROLD, ALLEN &
DIXON LLP

Jonathan W. Young, Esquire
young@wildman.com
(Counsel to CNA)

SPEIGHTS & RUNYAN LLP

Daniel Speights, Esquire
dspeights@speightsrunyan.com
(Counsel to Anderson Memorial and other
PD Claimants)

RICHARDSON PATRICK WESTBROOK
& BRICKMAN, LLC

Edward J. Westbrook, Esquire
ewestbrook@rpwb.com
(Counsel to ZAI claimants)

ANDERSON KILL & OLICK P.C.

Robert M. Horkovich, Esquire
rhorkovich@andersonkill.com
(ACC Special Insurance Counsel)

MORRIS, NICHOLAS, ARSHT &

TUNNELL LLP

Robert J. Dehney, Esquire

Ann C. Cordo, Esquire

rdehney@mnat.com

acordo@mnat.com

FULBRIGHT & JAWORSKI L.L.P.

Toby L. Gerber, Esquire

tgerber@fulbright.com

(Counsel to Kaneb)

SAUL EWING, LLP

Teresa K.D. Currier, Esquire

tcurrier@saul.com

PHILLIPS, GOLDMAN & SPENCE, P.A.

John C. Phillips, Jr.

jcp@pgslaw.com

THE LAW OFFICES OF JANET S. BAER

P. C.

Janet S. Baer, Esquire

jbaer@jsbpc.com

KOZYAK TROPIN &

THROCKMORTON, P.A.

David L. Rosendorf, Esquire

John Kozyak, Esquire

drosendorf@kttlaw.com

jk@kttlaw.com

(Counsel to Anderson Memorial)

STICHTER RIEDEL BLAIN & PROSSER,

P.A.

Harley E. Riedel, Esquire

hriedel@srbp.com